

7 Official Opinions of the Compliance Board 282 (2011)

Meeting – Determined not to be a meeting – Lack of evidence that public body met to conduct the business of its wholly owned private corporation

October 18, 2011

Mr. Craig O'Donnell
Complainant

Maryland Transportation Authority
Respondent

We have considered the Complaint of Craig O'Donnell ("Complainant") that the Maryland Transportation Authority (the "Authority") violated the Open Meetings Act ("the Act") by meeting to consider the governance of the Canton Development Company ("Canton"), a stock corporation in which the Authority holds all the stock, without observing the requirements of the Act.¹

Complainant alleges that Canton's by-laws require it to hold an annual meeting, that the Authority, as the sole stockholder, could only conduct the business of the annual meeting by holding a meeting of a quorum of the Authority's members, and that the Authority has neither given notice of, or kept minutes for, such a meeting for at least the last ten years.

The Authority states that a quorum of its members "has not met as shareholders" and agrees that such a meeting would be subject to the Act. The Authority further states that the request of one member to the others to appoint directors, made during an a public meeting of the Authority, demonstrates that when the Authority discusses Canton business, it does so publicly.

Our statutory authority does not extend to allegations questioning a public body's compliance with by-laws that might govern its conduct. *See* State Government Article ("SG") 10-502.5(d) (stating the duty of the Board to issue an opinion on whether the Act has been violated). Instead, our authority extends only to a public body's "meeting," which, under the Act, occurs only when a quorum of the public body's members convenes to discuss public business. SG 10-502(g); *see also* 7 *OMCB Opinions* 193, 194 (2011) (addressing a public body's conduct of public business through a series of

¹ We have recently summarized the Authority's and Canton's explanations of the Authority's ownership of Canton. *See* 7 *OMCB Opinions* 195, 196-98 (2011).

communications between the chair and each member). Because a quorum of the Authority's members apparently have never met "as shareholders" of Canton, we find that the Act was not violated.

Both parties have commented on matters pertaining to Complainant's requests to the Authority under the Public Information Act. We additionally lack the authority to address those contentions. SG § 10-502.5(d).

In conclusion, we find that the complaint has not established violations of the Act.

OPEN MEETINGS COMPLIANCE BOARD

Elizabeth L. Nilson
Courtney J. McKeldin
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